

**TRICAN WELL SERVICE LTD.
HEALTH, SAFETY AND ENVIRONMENT COMMITTEE**

MANDATE AND TERMS OF REFERENCE

Role and Objectives

The Health, Safety and Environment Committee (the "Committee") is a committee of the board of directors (the "Board") of Trican Well Service Ltd. (the "Corporation") to which the Board has delegated its responsibility for oversight and due diligence by reviewing, reporting and making recommendations to the Board on the development and implementation of the policies, standards and practices of the Corporation with respect to health, safety and environment. The objectives of the Committee are as follows:

1. to assist directors in meeting their responsibilities (especially for accountability) in respect of the Corporation's compliance with its legal, industry and community obligations pertaining to the areas of health, safety and environment; and
2. to assist directors in meeting their responsibilities in respect of the Corporation establishing appropriate environment, health and safety policies and procedures and maintaining management systems to implement such policies and monitor compliance.

Membership of the Committee

1. The Committee shall be comprised of three members or such greater number as the Board may from time to time determine, of whom the majority shall be independent (in accordance with the definition of "independent" set out in section 1.4 of Multilateral Instrument 52-110 – Audit Committees) and such independent members should be free from any business or other relationship that could, in the view of the Board, reasonably interfere with the exercise of the member's independent judgment.
2. The Board shall designate one of the members of the Committee, who shall be unrelated, to be the Chair of the Committee.
3. The Secretary to the Board shall act as Secretary to the Committee.

Mandate and Responsibilities of the Committee

1. In addition to any other duties and authorities delegated to it by the Board from time to time, the Committee will have the authority and responsibility for:
 - (a) reviewing, and recommending to the Board for approval, fundamental policies pertaining to health, safety and environment having the potential to impact the Corporation's activities and strategies;
 - (b) reviewing the Corporation's internal control systems in the areas of health, safety and environment and its strategies and policies regarding health, safety and environment;
 - (c) Reviewing and reporting to the Board on:

- i. the Corporation's performance with respect to compliance with all applicable laws, regulations and its policies with respect to health, safety and environment, on a quarterly basis;
 - ii. emerging trends, issues and regulations related to health, safety and environment that are relevant to the Corporation;
 - iii. the findings of any significant report by regulatory agencies, external health, safety and environment consultants or auditors concerning the Corporation's performance in health, safety and environment and any necessary corrective measures taken to address issues and risks that have been identified by the Corporation, external auditors or by regulatory agencies with regard to the Corporation's performance in the areas of health, safety and environment; and
 - iv. the results of any review with management, outside accountants and legal advisors of the implications of major corporate undertakings such as the acquisition or expansion of facilities or decommission of facilities;
- (d) retaining, as it determines appropriate, persons having special expertise and/or obtaining independent professional advice to assist in filling their responsibilities at the expense of the Corporation and without any further approval of the Board;
- (e) investigating any activity of the Corporation that has an impact on health, safety or the environment (with which investigations all employees of the Corporation shall cooperate as requested by the Committee); and
- (f) performing any other activities consistent with this mandate as the Committee or the Board deems necessary or appropriate.

Meetings and Administrative Matters

1. At all meetings of the Committee every question shall be decided by a majority of the votes cast. In case of an equality of votes, the Chair of the meeting shall not be entitled to a second or casting vote.
2. The Chair will preside at all meetings of the Committee, unless the Chair is not present, in which case the members of the Committee that are present will designate from among such members the Chair for the purposes of the meeting.
3. A quorum for meetings of the Committee will be a majority of its members, and the rules for calling, holding, conducting and adjourning meetings of the Committee will be the same as those governing the Board unless otherwise determined by the Committee or the Board.
4. Meetings of the Committee should be scheduled to take place at least four times per year and at such other times as the Chair of the Committee may determine.
5. Agendas, approved by the Chair, will be circulated to Committee members along with background information on a timely basis prior to the Committee meetings.
6. The Committee may invite such officers, directors and employees of the Corporation as it sees fit from time to time to attend at meetings of the Committee and to assist in the discussion and consideration of the matters being considered by the Committee.

7. The Committee shall forthwith report the results of meetings and reviews undertaken and any associated recommendations to the Board. Minutes of the Committee will be recorded and maintained by the Secretary to the Committee, and shall be circulated to directors who are not members of the Committee or otherwise made available at a subsequent meeting of the Board.
8. Supporting schedules and information reviewed by the Committee shall be available for examination by any Director.
9. Any members of the Committee may be removed or replaced at any time by the Board and will cease to be a member of the Committee as soon as such member ceases to be a director. The Board may fill vacancies on the Committee by appointment from among its members. If and whenever a vacancy exists on the Committee, the remaining members may exercise all its powers so long as a quorum remains. Subject to the foregoing, following appointment as a member of the Committee, each member will hold such office until the Committee is reconstituted.
10. Any issues arising from these meetings that bear on the relationship between the Board and management should be communicated to the Chairman of the Board by the Committee Chair.
11. The President and Chief Operating Officer or his designate shall be available to attend at all meetings of the Committee upon the invitation of the Committee.